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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
:
MOTORS LIQUIDATION COMPANY, *et al.*, : Case No. 09-50026
f/k/a General Motors Corp., *et al.*, : (Jointly Administered)
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Debtors. : Honorable Robert E. Gerber
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ORDER GRANTING THE FIRST CONSOLIDATED APPLICATION OF BRADY C. WILLIAMSON, FEE EXAMINER, AND GODFREY & KAHN, S.C., COUNSEL TO THE FEE EXAMINER, FOR INTERIM ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED FROM DECEMBER 28, 2009 THROUGH MAY 31, 2010 AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FROM DECEMBER 28, 2009 THROUGH AUGUST 31, 2010

Upon consideration of the *First Consolidated Application of Brady C. Williamson, Fee Examiner, and Godfrey & Kahn, S.C., Counsel to the Fee Examiner, for Interim Allowance of Compensation for Professional Services Rendered from December 28, 2009 through May 31, 2010 and Reimbursement of Actual and Necessary Expenses Incurred from December 28, 2009 through August 31, 2010* [Docket No. 7134] (the “**Application**”) for the stated periods (the “**Compensation Period**”), pursuant to sections 330 and 331 of title 11, United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure, filed on

September 27, 2010, in the aggregate amount of \$732,971.23 as listed on **Schedule A** that accompanies this order, and notice having been given pursuant to Fed. R. Bankr. P. 2002(a)(6) and (c)(2) and to the *Fourth Amended Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 1015(c) and 9007 Establishing Notice and Case Management Procedures* [Docket No. 6750], and it appearing that no other or further notice need be provided; and a hearing having been held before this Court on October 26, 2010 to consider the Application (the “**Hearing**”); and there being no objection to the Application filed before the deadline of October 19, 2010, or as set forth on the record of the Hearing; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that pursuant to sections 330 and 331 of the Bankruptcy Code, the Application is granted and approved as provided in Schedule A; and it is further

ORDERED that payment of ten percent (10%) of the fees awarded herein as set forth on Schedule A (but not costs) will be held back until further order of the Court (the “**Holdback**”); and it is further

ORDERED that the Debtors are directed and authorized, upon entry of this Order, to pay the Fee Examiner and the Godfrey & Kahn firm forthwith; by wire transfer or check all the fees and expenses allowed herein (less the Holdback) and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York
October 26, 2010.

s/ Robert E. Gerber
Honorable Robert E. Gerber
United States Bankruptcy Judge

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SCHEDULE A

Current Fee Period: December 28, 2009 to May 31, 2010 for Fees
and December 28, 2009 to August 31, 2010 for Expenses

Case No.: 09-50026 (REG) (Chapter 11)

Case Name: In re Motors Liquidation Company, *et al.*, f/k/a General Motors Corporation, *et al.*, Debtors

Applicant	Date/ Document No. of Application	Fees Requested	Fees Awarded (Including Fees Held Back)	Fees Held Back (10%)	Fees Payable by Debtors	Expenses Requested	Expenses Awarded
Brady C. Williamson, Fee Examiner	09/27/2010 7134	\$94,149.00	\$94,149.00	\$9,414.90	\$84,734.10	See Below	See Below
Godfrey & Kahn, S.C., Counsel to the Fee Examiner	09/27/2010 7134	\$579,122.50	\$579,122.50	\$57,912.25	\$521,210.25	\$59,699.73	\$59,699.73

Schedule A

Date: October 26, 2010

Initials: REG USBJ